

**WRITTEN CONSENT OF JAYS HOLDING COMPANY, INC. AND SELECT SNACKS
HOLDINGS COMPANY, INC. AND WRITTEN CONSENT AND RESOLUTIONS OF
THE BOARD OF DIRECTORS
OF JAYS HOLDING COMPANY, INC. AND
SELECT SNACKS HOLDINGS COMPANY, INC.**

WHEREAS, Jays Holding Company, Inc. and Select Snacks Holdings Company, Inc., the shareholders of Jays Foods, Inc. and Select Snacks, Inc. respectively (the "Operating Companies"), through their boards of directors, have considered the financial and operational aspects of the Operating Companies businesses at board meetings held on September 18, 2007 and September 24, 2007;

WHEREAS, the boards have reviewed the current and long-term liabilities of the Operating Companies, the viability of the Operating Companies, the value of the Operating Companies, the cash flow issues facing the Operating Companies, the liabilities of the Operating Companies, and alternatives regarding the operations and financing of the Operating Companies;

NOW, THEREFORE, BE IT RESOLVED, given the foregoing, Jeffrey Dunn or Gareth Asten (together, the "Authorized Officers") be, and hereby are, authorized and empowered for and in the name of the Operating Companies to take such actions as are deemed necessary or desirable in order to try to satisfy or compromise the debts and obligations of the Operating Companies, including without limitation:

- (a) Entering into a purchase agreement for the sale of the Operating Companies;
- (b) Making an assignment for the benefit of creditors for the Operating Companies;
- (c) Dissolving, liquidating or winding up the Operating Companies; and/or
- (d) Seeking relief under Chapter 11 or 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq.

FURTHER RESOLVED, that the Authorized Officers are hereby authorized, in the Operating Companies' name and on its behalf, to execute, deliver and file all instruments and documents and to take all actions as they deem necessary, advisable or desirable to carry out the intent of the resolutions above, including, without limitation, entering into sale agreements and entering into financing agreements, the execution of any such instruments or documents and the taking of any such actions to be conclusive evidence of their having so deemed.

FURTHER RESOLVED, that the Authorized Officers be, and each acting singly hereby is, authorized and empowered to (a) certify and to furnish such copies as may be necessary of these resolutions as may be requested and (b) engage and retain such agents, representatives, consultants, investment bankers, accountants and counsel as they may deem appropriate in connection with the foregoing and to pay the associated fees thereto.

FURTHER RESOLVED, that all acts, transactions or agreements by each Authorized Officer, whether heretofore or hereafter done or performed, in connection with or in the furtherance of the resolutions herein including, but not limited to, the negotiation, execution and delivery of any documents, receipts, instruments or certificates in connection therewith, and the retention of any professionals, be and hereby are in all respects authorized, approved, ratified, confirmed and adopted by Board of Directors of the Operating Companies and the shareholders of the Operating Companies.

IN WITNESS WHEREOF, the undersigned have executed the foregoing unanimous written consent as of September 24, 2007. This unanimous written consent may be signed in multiple counterparts, which together shall constitute a single document.

Jays Holding Company, Inc.

By: 

Its: President & CEO

Select Snacks Holdings Company, Inc.

By: 

Its: President & CEO


Avy Stein


Jeffrey Dunn



Robert Froetscher

FURTHER RESOLVED, that all acts, transactions or agreements by each Authorized Officer, whether heretofore or hereafter done or performed, in connection with or in the furtherance of the resolutions herein including, but not limited to, the negotiation, execution and delivery of any documents, receipts, instruments or certificates in connection therewith, and the retention of any professionals, be and hereby are in all respects authorized, approved, ratified, confirmed and adopted by Board of Directors of the Operating Companies and the shareholders of the Operating Companies.

IN WITNESS WHEREOF, the undersigned have executed the foregoing unanimous written consent as of September 24, 2007. This unanimous written consent may be signed in multiple counterparts, which together shall constitute a single document.

Jays Holding Company, Inc.

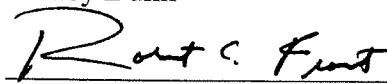
By: _____
Its: _____



Avy Stein

Select Snacks Holdings Company, Inc.

By: _____
Its: _____

Jeffrey Dunn


Robert Froetscher